

STATE OF VERMONT
PUBLIC SERVICE BOARD

Docket No. 6482

Joint Petition of Only One Communications of)
Vermont, LLC and SpectrumLink Networks,)
Inc., for Approval of a Transfer of Control)

Order entered: 4/11/2001

I. INTRODUCTION

This case involves a petition filed on February 2, 2001, by Only One Communications of Vermont, LLC ("Only One" or "Petitioner"), seeking Vermont Public Service Board ("Board") approval, under 30 V.S.A. § 107, for approval of a transfer of control whereby SpectrumLink Networks, Inc. ("Spectrum") will acquire Only One through a purchase agreement with Only One's parent corporation O1 Communications, Inc.

On March 29, 2001, the Vermont Department of Public Service ("Department") submitted a letter to the Board indicating that the Department had no objection to the transfer of control of Only One. The Department noted that Only One currently has no customers in Vermont, and therefore, the transaction would be transparent to Vermont consumers. Further, the Department also had no objection to the issuance of an order without hearing or further investigation, as provided under 30 V.S.A. § 107.

II. FINDINGS OF FACT

Based upon the petition and accompanying documents, the Board makes the following findings of fact.

1. Only One is a corporation authorized by the Board to provide telecommunications service in Vermont. Only One is a wholly-owned subsidiary of O1 Communications, Inc., a California corporation. A Certificate of Public Good (CPG No. 554-CR) was issued to Only One on May 10, 2000. Petition at 1; CPG No. 554-CR.
2. SpectrumLink is not currently certificated to provide telecommunications service in Vermont. Petition at 1.

3. SpectrumLink has entered into a purchase agreement with O1 Communications, Inc., pursuant to which all of O1 Communications, Inc.'s right, title, and interest in Only One shall be sold to SpectrumLink. Following completion of the transaction, Only One will continue to operate in all respects as it currently operates, pursuant to present operating authority. Neither the name of nor the terms and conditions of service offered by Only One will be affected by the transaction. Only One has no existing customers in Vermont. Accordingly, the transaction should not inconvenience customers within the State of Vermont. Petition at 1-2; Department's letter of March 20, 2001.

4. Completion of the proposed transaction will serve the public interest in that it will promote competition among telecommunications providers by providing Only One with the opportunity to strengthen its competitive position and to pursue marketing and business plans more effectively. Petition at 3.

III. CONCLUSIONS OF LAW AND DISCUSSION

The proposed transaction requires Board approval under 30 V.S.A. § 107, which applies to a direct or indirect acquisition of a controlling interest in a Vermont utility.¹ Under Section 107, a "controlling interest" is defined as 10% or more of the outstanding voting securities of a company. Section 107 requires a finding that the transfer of control will promote the public good. This standard is met in this case. The proposed transaction will promote the public good, because the transfer of control of Only One to SpectrumLink will allow Only One to operate in a more flexible manner. In the competitive arena of telecommunications, the overall effect of this transfer may promote more customer choice in terms of services, with stronger competitors in the Vermont telecommunications market. It should also be noted that the transfer of control will not have an adverse impact on Vermont consumers as Only One currently has no customers in Vermont and will continue to operate according to its present authority.

For all of the above reasons, the proposed transfer of control of Only One to SpectrumLink should be approved.

1. Approval under 30 V.S.A. §§ 231 and 311 is not required because the current holder of the Certificate of Public Good, Only One, will continue to be the entity providing telecommunications service in Vermont.

IV. ORDER

IT IS HEREBY ORDERED, ADJUDGED AND DECREED by the Public Service Board of the State of Vermont that:

1. The transfer of control of Only One Communications of Vermont, LLC to SpectrumLink Networks, Inc. is approved.
2. Petitioner shall notify the Board, within one week, upon completion of the transfer of control.

DATED at Montpelier, Vermont, this 11th day of April, 2001.

<u>s/Michael H. Dworkin</u>)	
)	PUBLIC SERVICE
)	
<u>s/David C. Coen</u>)	BOARD
)	
)	OF VERMONT
<u>s/John D. Burke</u>)	

OFFICE OF THE CLERK

Filed: April 11, 2001

Attest: s/Susan M. Hudson

Clerk of the Board

NOTICE TO READERS: This decision is subject to revision of technical errors. Readers are requested to notify the Clerk of the Board (by e-mail, telephone, or in writing) of any technical errors, in order that any necessary corrections may be made. (E-mail address: Clerk@psb.state.vt.us).

Appeal of this decision to the Supreme Court of Vermont must be filed with the Clerk of the Board within thirty days. Appeal will not stay the effect of this Order, absent further Order by this Board or appropriate action by the Supreme Court of Vermont. Motions for reconsideration or stay, if any, must be filed with the Clerk of the Board within ten days of the date of this decision and order.

